

Cash America International, Inc.

Board of Directors

Corporate Governance Principles

Corporate Governance Philosophy

Cash America International, Inc. (the “Company”) is committed to maintaining effective corporate governance practices designed to ensure that the Board of Directors of the Company (the “Board”) is actively engaged in the proper performance of its oversight function.

Role and Composition of the Board

1. **Role of the Board.** The members of the Board (the “Directors”) are elected by the shareholders. It is the ultimate decision-making body of the Company except with respect to those matters reserved to the shareholders. It elects the senior management team, which is charged with the conduct of the Company’s business. Having elected the senior management team, the Board acts as an advisor and counselor to senior management and ultimately monitors its performance, the effectiveness of its policies and decisions, and the execution of its strategies. The Board may delegate the oversight and management of certain areas of risk to the Company to its committees, but the entire Board shall generally oversee such risks and be regularly informed through committee reports and management presentations about such risks.

2. **Separation of Positions of Chairman and CEO.** It is the policy of the Company that the positions of Chairman (“Chairman”) and the Chief Executive Officer (the “CEO”) not be held by the same person. It is also the policy of the Company that the Chairman should be a non-executive position of the Company. The function of the Board in monitoring the performance of the senior management of the Company is fulfilled by the presence of outside Directors (*i.e.*, non-officers) of stature who have substantive knowledge of business issues relevant to the Company.

3. **Presiding Outside Director.** Unless otherwise decided by the full Board, the Chair of the Nominating and Corporate Governance Committee shall serve as the presiding outside Director. In the event the position of the Chairman becomes vacant by reason of resignation, retirement or for any other reason, the presiding outside Director shall serve as Chairman until such time as a new Chairman is elected.

4. **Independence of Directors.** It is the policy of the Company that a majority of the Directors satisfy the independence requirements set forth in the New York Stock Exchange’s Listing Standards, as amended from time to time.

5. **Size of the Board.** The Bylaws of the Company provide that the Board shall consist of at least three (3) but not more than fifteen (15) Directors. It is the policy of the Company that the number of Directors shall not exceed a number that can function efficiently as a body. The Nominating and Corporate Governance Committee, in consultation with the Chairman and the CEO, considers and makes recommendations to the Board concerning the appropriate size and needs of the Board.

6. **Selection of New Directors.** The full Board is responsible for selecting persons to fill vacancies on the Board and recommending candidates for election by the shareholders. The Board has delegated the process of considering candidates to the Nominating and Corporate Governance Committee, whether such candidates would fill new positions created by expansion or vacancies that occur by resignation, retirement, death or for any other reason. Candidates for election or appointment to the Board shall be selected for their character, judgment, business experience and acumen. Financial expertise,

independence and familiarity with national and international issues affecting business are among the relevant criteria. In assessing potential new Directors, the Nominating and Corporate Governance Committee considers individuals from various disciplines and diverse backgrounds. Upon the recommendation of the Nominating and Corporate Governance Committee, the Board may establish additional qualifications and criteria for Board membership from time to time. The Nominating and Corporate Governance Committee is also responsible for evaluating on an ongoing basis all Directors and Director candidates based on such criteria and for seeking to assure that specific talents, skills and other characteristics that are needed to increase the Board's effectiveness are possessed by an appropriate combination of Directors.

7. **Resignation of a Director upon Change in Occupation or Business Association.** When a Director's principal occupation or business association changes substantially during his or her tenure as a Director, that Director shall tender his or her written letter of resignation for consideration by the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee will recommend to the Board the action, if any, to be taken with respect to the tendered resignation.

8. **Compensation of Directors.** It is the policy of the Company that the Directors be fairly compensated for their work required in an organization of the Company's size and scope, that their compensation should align their interests with the long-term interests of the Company's shareholders, and that the structure of their compensation should be simple, transparent and easy for shareholders to understand. The Nominating and Corporate Governance Committee annually reviews the compensation of Directors, and it advises the Board on possible changes in Director compensation.

9. **Stock Ownership by Directors.** Each Director is expected to own stock in the Company having a value that, by the fifth anniversary of his or her election to the Board, is not less than five times the Director's annual retainer then in effect and is otherwise in accordance with the Company's Stock Ownership Guidelines for Executives and Board Members.

10. **Relationship of Board and Committees.** It is the general policy of the Company that all major decisions be considered by the Board as a whole. As a consequence, the committee structure of the Board is limited to those committees considered to be basic to, or required by law or by New York Stock Exchange rules for, the operation of a publicly owned company. Currently these committees are the Audit Committee, Management Development and Compensation Committee and Nominating and Corporate Governance Committee. The members and chairs of these committees are recommended to the Board by the Nominating and Corporate Governance Committee in consultation with the Chairman and CEO. The Audit Committee, Management Development and Compensation Committee and Nominating and Corporate Governance Committee are made up of only independent Directors. The membership of these three committees is rotated from time to time with a view toward balancing the benefits derived from continuity against the benefits derived from the diversity of experience and viewpoints of the various Directors. The Board may also appoint such other committees to carry out such matters as may be delegated to it by the Board, consistent with the provisions of this policy and applicable law. If and when the Board appoints any such additional committee, the Board shall, by resolution or otherwise, clearly define in writing the responsibilities of such committee.

11. **Orientation and Continuing Education of Directors.** The Company is to facilitate the continuing education of all Directors and is to have a full orientation for new Directors that includes extensive materials, meetings with key management and visits to Company facilities. Incumbent Directors may also participate in the orientation program. In addition, it is the policy of the Board that its members meet for an extended session at least annually for the purpose of exchanging information and ideas and engaging in other activities designed to enhance their cohesiveness and effectiveness as a Board. The Company will also periodically provide opportunities for Directors to visit the Company's principal executive offices in order to provide greater understanding of the Company's business and operations.

12. **Chairs of Executive Sessions.** It is the policy of the Company that the presiding outside Director will chair executive sessions of the outside Directors, and that the chairs of the Audit, Management Development and Compensation and Nominating and Corporate Governance Committees of the Board shall each lead the discussions at meetings or executive sessions of the outside Directors when the principal item is within the scope of the authority of his or her committee.

13. **Succession Planning.** In addition to its other responsibilities, the Board also determines the policies and principles for selection of the CEO and the Chairman and for succession to these positions in the event of an emergency, retirement or departure. To assist the Board, the CEO annually provides the Board with an assessment of senior managers and of their potential to succeed him or her. He or she also provides the Board with an assessment of persons considered potential successors to certain senior management positions.

14. **Responsibility for CEO Compensation and Evaluation.** The Management Development and Compensation Committee is responsible for setting annual and long-term performance goals for the CEO and for evaluating his or her performance against such goals. The Committee meets annually with the CEO to receive his or her recommendations concerning such goals. Both the goals and the evaluation are then submitted for consideration by the outside Directors of the Board at a meeting or executive session of that group. The Committee then meets with the CEO to evaluate his or her performance against such goals.

15. **Communications with Stakeholders.** The CEO is responsible for establishing effective communications with the Company's stakeholder groups, i.e., shareholders, customers, company associates, communities, suppliers, creditors, governments and corporate partners. It is the policy of the Company that management speaks for the Company. This policy does not preclude an outside Director from meeting with shareholders, provided that the Board has furnished its prior authorization of such meeting. However, it is suggested that any such meetings be held with management present.

16. **Service on Other Boards.** The Board recognizes that its members benefit from service on the boards of other companies and it encourages such service. However, the Board also believes it is critical that Directors have the opportunity to dedicate sufficient time to their service on the Company's Board. Directors should advise the Chairman and the Chair of the Nominating and Corporate Governance Committee in advance of accepting an invitation to serve on the board of directors (or similar body) of any other publicly traded company. Additionally, the CEO should advise the Chairman and the Chair of the Nominating and Corporate Governance Committee in advance of accepting membership on the board of directors (or other similar body) of any other publicly traded company.

17. **Term Limits.** Directors are nominated by the Board upon the recommendation of the Nominating and Corporate Governance Committee for election by the shareholders at each annual meeting. The Board does not believe it should establish term limits for its Directors. While term limits could help ensure that there are new ideas and viewpoints available to the Board, they have the disadvantage of losing the contribution of Directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, are able to provide an increasing contribution to the Board as a whole. The Nominating and Corporate Governance Committee periodically reviews and makes recommendations to the Board regarding term limits.

18. **Retirement Policy.** The Board does not believe that age alone should determine whether an individual should serve as a Director and therefore does not believe that a mandatory retirement age for Directors is appropriate or necessary. The Nominating and Corporate Governance Committee periodically reviews and makes recommendations to the Board regarding the Company's retirement policy for Directors.

Functioning of the Board

1. **Frequency and Agenda of Board Meetings.** Board meetings are scheduled in advance and held not less than quarterly. The Board holds special meetings as required. Directors are expected to attend Board meetings, meetings of committees on which they serve and the Company's annual meeting of shareholders or any special meeting of shareholders. The presiding outside Director, in consultation with the CEO and the Chairman, sets the agenda for Board meetings with the understanding that certain items pertinent to the advisory and monitoring functions of the Board be brought to it periodically by the CEO for review and/or decision. For example, the annual corporate budget is reviewed by the Board. Agenda items that fall within the scope of responsibilities of a Board committee are reviewed with the chair of that committee. Any member of the Board may request that an item be included on an agenda.

2. **Board Meeting Materials.** Board materials related to agenda items are provided to Directors sufficiently in advance of Board meetings where necessary to allow the Directors to prepare for discussion of the items at the meeting. Directors are expected to devote the time necessary to appropriately discharge their responsibilities and to rigorously prepare for and attend and participate in Board meetings and the meetings of the Board committees on which they serve.

3. **Attendance at Board Meetings by Management.** At the invitation of the Board, members of senior management recommended by the CEO attend Board meetings or portions thereof for the purpose of participating in discussions. Generally, presentations of matters to be considered by the Board are made by the CEO, the Chief Financial Officer or the senior executive responsible for the respective area of the Company's operations. In addition, Directors have free access to all other members of management and employees of the Company and, as necessary and appropriate, Directors may consult with independent legal, financial and accounting advisors to assist in their duties to the Company and its shareholders.

4. **Executive Sessions of Independent Directors.** Executive sessions or meetings of independent Directors are held at least in conjunction with each regularly scheduled Board meeting to discuss such matters as the independent Directors deem worthy of discussion. In addition to such executive sessions, the Board may also hold regular executive sessions of outside Directors without management present. The presiding outside Director shall serve as the presiding Director at such meetings and shall perform such other functions as the Board may direct, including serving in a liaison capacity between the Board as a whole and the senior management of the Company. If there is no presiding outside Director then designated or if the presiding outside Director is not available, the Board shall select another outside Director to serve as the presiding outside Director until such time as the presiding outside Director becomes available or is elected, as the case may be. Additional executive sessions or meetings of outside Directors may be held from time to time as required. Executive sessions or meetings are held from time to time with the CEO for a general discussion of relevant subjects.

5. **Board Self Evaluation.** With the assistance and oversight of the Nominating and Corporate Governance Committee, the Board shall conduct an annual performance self-evaluation.

Functioning of Committees

1. **Membership of Standing Committees.** The Audit, Management Development and Compensation and Nominating and Corporate Governance Committees shall consist only of independent Directors.

2. **Frequency and Agenda of Committee Meetings.** Generally, the frequency, length and agenda of meetings of each of the committees are determined by the chair of the committee. Sufficient time to consider the agenda items is provided. Materials related to agenda items are provided to the committee

members sufficiently in advance of the meeting when possible to allow the members to prepare for discussion of the items at the meeting.

3. **Committee Responsibilities.** The responsibilities of each of the committees are determined by the Board from time to time and shall be set forth in charters for each such committee. Committee charters are to be reviewed, updated and approved by the Board from time to time.

4. **Committee Self Evaluation.** Each committee is responsible for preparing an annual performance self-evaluation.

Periodic Review

These principles are in addition to, and are not intended to change or interpret, any federal or state law or regulation, including the corporation laws of the State of Texas, or the Company's articles of incorporation or bylaws or any committee charter approved by the Board. These principles are reviewed and subject to modification from time to time as the Board may deem appropriate or as may be required by applicable laws and regulations.

AS ADOPTED BY THE BOARD OF DIRECTORS OF
CASH AMERICA INTERNATIONAL, INC.
AS AN AMENDMENT AND RESTATEMENT OF THE CORPORATE GOVERNANCE PRINCIPLES
ON JANUARY 25, 2012